

COPY

January 23, 2004

The Fleming Company
1945 Lakepoint Drive
P. O. Box 2993
Lewisville, TX 75029

ATTN: Archie Dykes

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

200 East Randolph Drive
Chicago, Illinois 60601
FEIN 36-1326630

Inv.# 2739243

IN THE MATTER OF Adversary Proceedings & Contested Matter
File No. 40575-0003

For legal services rendered through December 31, 2003 (see attached Description of Legal Services for detail)	\$ 176,731.00
For disbursements incurred through December 31, 2003 (see attached Description of Expenses for detail)	\$ 29,502.57
Total for legal services rendered and expenses incurred	\$ 206,233.57

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

Summary of Hours Billed

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Richard S Berger	16.50	625.00	10,312.50
Damian D Capozzola	87.50	410.00	35,875.00
Shirley S Cho	2.10	445.00	934.50
Eve E Crowell	2.00	270.00	540.00
Melissa M Dulac	14.00	345.00	4,830.00
Christopher Frost	18.20	395.00	7,189.00
Evan R Gartenlaub	2.10	385.00	808.50
Seth J Gerson	1.20	430.00	516.00
William H Grignon	2.80	225.00	630.00
Steven R Kotarba	1.80	420.00	756.00
Eric C Liebeler	56.20	525.00	29,505.00
Sydne J Michel	34.00	420.00	14,280.00
Xanath Owens	4.50	395.00	1,777.50
Andrew E Paris	4.50	455.00	2,047.50
Haleh Rahjoo	3.20	345.00	1,104.00
James B Ransom	12.40	395.00	4,898.00
Andrew R Running	6.20	510.00	3,162.00
Romana O Samad	5.30	225.00	1,192.50
Laura Thomas	52.00	345.00	17,940.00
Becca Wahlquist	32.70	310.00	10,137.00
Richard L Wynne	1.60	670.00	1,072.00
James M Celeski	4.00	105.00	420.00
Frank A Chavez	2.20	90.00	198.00
Andrew J Groesch	6.80	190.00	1,292.00
David Hernandez	1.00	135.00	135.00
Antoinette Huerta	141.50	90.00	12,735.00
Michael G Najjarpour	7.80	105.00	819.00
Denise Wymore	1.80	210.00	378.00
Edgar I Yep	43.50	90.00	3,915.00
Duy Q Doan	10.00	175.00	1,750.00
Paul Kinealy	6.30	255.00	1,606.50
Marcellus Richie	5.00	205.00	1,025.00
Kenneth Robling	10.10	255.00	2,575.50
James R Strohl	2.50	150.00	375.00
Total	603.30		\$ 176,731.00

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

Description of Legal Services

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
12/01/03	3.50	Edgar I Yep	Prepare evidentiary documents for upcoming production of documents (GLN, Inc., SomethingMore and Kimball) (1.2); search and prepare attachments for discovery requests to be served (1.8); search for documents requested by D. Capozzola (.5).
12/01/03	4.50	Christopher Frost	Draft opposition to Gorman injunction motion, and communicate with M. Scott, M. Beckwith, M. Boley, and M. Johnson re same.
12/01/03	2.00	Becca Wahlquist	Review Pat Liska discovery responses and draft reply letter to R. Mersky re inadequacy of responses.
12/01/03	5.50	Antoinette Huerta	Prepare correspondence re depositions to send to deponents re Price Choppers (1.0); research and compile information per attorney request re DAD matter and Inversiones Ramiro (3.0); prepare and send correspondence to expert re materials from deposition re Price Chopper Foods (1.0); update Los Angeles offices' case calendar (.5).
12/01/03	2.20	Kenneth Robling	Revise motion re Clark settlement.
12/01/03	.50	Michael G Najjarpour	Search documents for production.
12/01/03	.50	Laura Thomas	Revise and file response to class action plaintiffs' motion on appeal.
12/01/03	.20	Richard S Berger	Email correspondence with J. Kennard re responses to Retailers' discovery.
12/01/03	.30	Richard S Berger	Email correspondence with J. Kennard and J. Griffin re timing of responses to Retailers' discovery.
12/01/03	.30	Richard S Berger	Conference with S. Michel re responses to Retailers' discovery.

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
12/01/03	.20	Richard S Berger	Telephone conference with J. Ransom re responses to Retailers.
12/01/03	.30	Richard S Berger	Review and revise responses to Retailers RFPs.
12/01/03	.30	Richard S Berger	Telephone conference with M. Fagan at Lapowsky office re discovery timing.
12/01/03	.70	Richard S Berger	Review and revise responses to Retailers interrogatories.
12/01/03	.50	Richard S Berger	Review and revise notices of deposition to Retailers.
12/01/03	.40	Richard S Berger	Extended conference with S. Michel re responses to Retailers discovery and extending time to respond.
12/01/03	.20	Richard S Berger	Telephone conference with M. Benedict and M. Helt at Husch re timing of responses to Retailers discovery.
12/01/03	.30	Richard S Berger	Conference with S. Michel re responses to Retailers discovery.
12/01/03	4.10	Damian D Capozzola	Review and revise discovery to serve on Farris class plaintiffs and prepare exhibits re same (1.4); review appellate issues (.1); correspond with M. Scott, E. Liebeler, J. Cotter, and B. Frink re document database issues, analysis re same, and prepare for trip to Oklahoma City (1.6); correspond with C. Frost re Jubilee issues (.1); correspond with W. Sudell re Hegenbarth issues (.1); analysis of draft WCM opposition (.2); analysis of Bain issues and correspond re same (.6).
12/01/03	6.20	Eric C Liebeler	Review prior omnibus hearing transcripts re DSD appeal (4.4); discuss Gorman strategy with C. Frost (1.0); review preference analysis (.8).
12/01/03	1.50	James B Ransom	Fact investigation re discovery

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			responses re Retailer's Omnibus Motion.
12/01/03	.70	James B Ransom	Team meeting re discovery responses re Retailer's Omnibus Motion.
12/01/03	2.50	James B Ransom	Revise responses to document requests re Retailer's Omnibus Motion.
12/01/03	3.50	James B Ransom	Revise responses to interrogatories re Retailer's Omnibus Motion.
12/01/03	2.70	Sydne J Michel	Telephone conference with M. Fagan, Stevens & Lee re discovery and scheduling issues re retailers' motion to compel (1.5); draft memorandum to M. Fagan re same (.8); review and analyze stipulation from M. Fagan re same (.4).
12/01/03	.70	Sydne J Michel	Review service level spreadsheets re weekly service levels for discovery responses to retailers' motion to compel (.4); review correspondence re standby fees re same (.3).
12/01/03	.30	Sydne J Michel	Draft memorandum and leave voice mail to C. Lhulier re discovery responses in retailers' motion to compel.
12/01/03	1.30	Sydne J Michel	Revise retailers' proposed protective order (1.1); office conference with R. Berger re same (.2).
12/01/03	.90	Sydne J Michel	Telephone conference with J. Kennard re discovery and trial issues in retailers' motion to compel (.5); draft memorandum to R. Berger and J. Ransom re same (.4).
12/01/03	1.30	Sydne J Michel	Review correspondence from R. Berger re discovery responses in GLN litigation (.5); review correspondence from J. Kennard re same (.4); office conferences with R. Berger re same (.4).
12/01/03	.40	Sydne J Michel	Review documents re customer accounts receivable balances for discovery

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			responses to retailers' motion to compel.
12/01/03	.70	Sydne J Michel	Telephone conference with M. Benedict re GLN litigation and assumption and assignment issues (.3); draft memorandum to R. Berger and J. Ransom re same (.4).
12/01/03	1.50	Sydne J Michel	Review and revise AWG's draft discovery responses to retailers' motion to compel.
12/01/03	1.20	Sydne J Michel	Review and revise discovery responses to retailers' motion to compel (.3); office conference with R. Berger re same (.6); telephone conferences with J. Ransom re same (.3).
12/01/03	.70	Sydne J Michel	Draft and revise deposition notices for retailers' motion to compel (.5); office conference with R. Berger re same (.2).
12/02/03	6.00	Antoinette Huerta	Assist with preparation of materials for hearing re Albertson's (.5); prepare correspondence to send to expert re forwarding of his deposition re Price Chopper Foods (1.0); print out electronic correspondence, pleadings and discovery including all attachments for period of 11/25 - 12/01/2003 for main files (4.0); research and compile information re DSD matter (.5).
12/02/03	1.10	Frank A Chavez	Maintain and distribute, for attorney review and use, electronic case database re filed pleadings in adversary proceedings.
12/02/03	.80	Michael G Najjarpour	Research re notice issue for service.
12/02/03	.30	Laura Thomas	Telephone conference with S. Cho re motion to reject leases (.1); telephone conference and email exchange with S. McFarland re same (.2).

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
12/02/03	.80	Richard S Berger	Conference with S. Bledsoe and S. Michel re retailer issues.
12/02/03	.40	Richard S Berger	Review current draft of settlement agreement with Retailers and C&S.
12/02/03	8.70	Damian D Capozzola	Revise complaint and draft analysis memorandum (1.3); analysis of and communications re Scozio's and Hegenbarth matters against SuperValu (1.2); review and analysis of documents held at Relizon facility (5.3); analysis of and communications re case strategy and management issues (.9).
12/02/03	5.00	Eric C Liebeler	Review DSD documents in Oklahoma City.
12/02/03	.50	James B Ransom	Review and analyze correspondence re extension of discovery deadlines re Retailers Omnibus Motion.
12/02/03	.50	Sydne J Michel	Draft memorandum to L. Lhulier and S. McFarland re discovery and assumption and assignment issues in retailers' motion to compel (.3); draft and respond to correspondence from M. Benedict re same (.2).
12/02/03	.80	Sydne J Michel	Review and analyze AWG motions to strike objections of Albertsons (.5); draft memorandum to S. Bledsoe re same (.3).
12/02/03	.10	Sydne J Michel	Telephone conference with S. Cho re stipulation and order for Kelley Foods' settlement.
12/02/03	.30	Sydne J Michel	Review and respond to correspondence from M. Fagan re discovery and scheduling issues in retailers' motion to compel.
12/02/03	.90	Sydne J Michel	Review correspondence re C&S settlement agreement with retailers (.2); telephone conference with J. Ransom re same (.3); draft memorandum to R. Tilley re same (.4).

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

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12/02/03	.70	Sydne J Michel	Draft memorandum to B. Folsie re GLN litigation.
12/03/03	6.00	Melissa M Dulac	Draft summary of WCM's motion for immediate payment of administrative claim and objections thereto (0.6); communicate with G. Richards re revisions to debtors' response to WCM's motion (0.2); communicate with M. Sharp re revisions to debtors' response to WCM's motion (0.3); communicate with S. McFarland re finalizing and filing debtors' response to WCM's motion (0.1); revise debtors' response to WCM's motion to reflect comments of G. Richards and M. Sharp and send to S. McFarland for filing (2.4); communicate with T. Walsh and J. Lewis re debtors' response to WCM motion (0.1); communicate with M. Sharp re revisions to affidavit of M. Sharp in support of debtors' response to WCM's motion (0.1); revise affidavit of M. Sharp in support of debtors' response to WCM's motion (2.2).
12/03/03	7.50	Antoinette Huerta	Update Los Angeles offices' case calendar (.5); research and compile information per attorney request re Scozio Foods, Lorin Stewart and DSD matter (2.5); print out all electronic correspondence, memoranda, pleadings and discovery including attachments for update into main files and or distribution for period of 12/01 - 12/03/2003 (4.5).
12/03/03	.80	Laura Thomas	Research case law on adding documents to record on appeal.
12/03/03	.20	Richard S Berger	Telephone conference with R. Tilley re settlement documentation for Retailers Omnibus Motion parties.
12/03/03	.80	Richard S Berger	Prepare objection to Lapowsky Notice of Withdrawal re Piggly Wiggly entities.

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

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12/03/03	.30	Richard S Berger	Memorandum to R. Wynne re settlement in Retailers Omnibus motion and collection of accounts receivable owed by retailers.
12/03/03	.30	Richard S Berger	Email correspondence with R. Lapowsky re settlement in Retailers Omnibus Motion.
12/03/03	11.60	Damian D Capozzola	Prepare for and participate in meeting with J. Cotter and E. Liebeler re produced CDs in Farris matter (2.5); review and analysis of documents contained at Relizon warehouse (7.0); participate in agenda call (.5); communications with L. Hosoda re Hawaiian software issues (.1); communications and analysis re case strategy and management issues re numerous matters (Jubilee, BHB, Hawaiian software, plan disclosures, Scozio's, Hegenbarth, and other issues) (1.5).
12/03/03	7.30	Eric C Liebeler	Review DSD documents in Oklahoma City warehouse (5.8); interview J. Corser (1.5).
12/03/03	.50	Sydne J Michel	Attention to issues re Affiliated Foods relationship retailers in omnibus motion.
12/04/03	7.50	Edgar I Yep	Label and prepare evidentiary documents for C. Frost and D. Capozzola on two different matters, totalling 600+ pages (6.5); compile and prepare exhibits for internal memorandum, per D. Capozzola(1.0).
12/04/03	1.20	Christopher Frost	Analyze issues re Gorman foods ad income, and communicate with M. Beckwith re same.
12/04/03	1.90	Becca Wahlquist	Gather facts on Liska litigation from Fleming employees and ex-employees.

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

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12/04/03	7.50	Antoinette Huerta	Assist with preparation of documents to be produced re Farris (3.5); research and compile information re DSD matter (.5); print out electronic correspondence, memoranda, pleadings and discovery including attachments for update into main files for 12/03 and 12/04/2003 (1.5); research and compile documents and information re Core-Mark (2.0).
12/04/03	2.20	Paul Kinealy	Draft demand letter for excess rents held by Nelson (.5); draft adversary complaint re same (1.7).
12/04/03	3.00	Michael G Najjarpour	Search for addresses and more detailed contact information re winners of auctions.
12/04/03	.20	Richard S Berger	Memorandum to J. Ransom re alleged discounts on retailer accounts receivable.
12/04/03	.20	Richard S Berger	Memorandum to R. Wynne and G. Richards re alleged discounts on retailer accounts receivable.
12/04/03	5.60	Damian D Capozzola	Correspondions with L. Hosoda re Hawaiian software issues (.1); correspond with Fleming brokers re DSD payment issues (.1); review and analysis of DSD documents and prepare same for production (1.6); draft letters to H. Martyn and prepare materials to produce (.8); correspond with E. Liebeler and M. Scott re preference and vendor deduction issues (.7) ; correspond with S. Michel and others re Kelley Foods (.4); correspond with E. Liebeler re appellate issues (.1); review and revise Target complaint and summary memorandum, and prepare same for circulation (1.6); correspond re orders approving settlements with Superior Dairy, Nickles Bakery, and Sara Lee (.2).

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

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12/04/03	.50	Andrew J Groesch	Correspond with S. McFarland re filing and serving Clark Retail 9019 motion.
12/04/03	1.80	James B Ransom	Review and analyze accounts receivable data provided by opposing counsel compared to data received from client re Retailers Omnibus Motion.
12/04/03	.40	Sydne J Michel	Review correspondence from R. Lapowsky re settlement with retailers re motion to compel.
12/04/03	1.00	Sydne J Michel	Review correspondence from R. Berger re retailer accounts receivable balances (.8); review and respond to correspondence from R. Berger re same (.2).
12/05/03	.90	Steven R Kotarba	Work with Company and G. Richards to finalize 9019 Motion.
12/05/03	5.00	Antoinette Huerta	Research and compile information re DSD matter (.5); create database re Farris vendor store lists (4.0); update correspondence files with electronically sent documents including attachments (.5).
12/05/03	1.80	Denise Wymore	Review documents re Coremark (.1); organize documents (.8) review voicemail from S. Cho re same (.1); distribute documents (.8).
12/05/03	2.00	Laura Thomas	Research rules relating to filing notice of appeal (1); discuss same with S. McFarland (.3); exchange emails with D. Capozzola re same (.2); revise notice of appeal and file (.5).
12/05/03	5.40	Damian D Capozzola	Communications with L. Hosoda, L. Smith, and C. Birchette re Hawaiian software issues (.4); analysis of and communications re notice of appeal, and research re same (1.9); communications with B. Caraway re Scozio's discovery (.2); communications with J. Cotter re Farris discovery (.2); communications

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

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			re tracing issues (.4); communications with M. Scott and E. Liebeler re DSD strategy issues (.7); communications with research clerks re research and discovery projects (.6); communications and analysis re Bain issues and review and revise declaration re same (.7); communications with D. Alexander and other witnesses re documents and analysis re same (.3).
12/05/03	.30	Andrew J Groesch	Research reason for payment to Mark Browning, State of Texas comptroller.
12/05/03	1.00	Andrew J Groesch	Proof and finalize Clark Retail 9019 settlement motion (.5); telephone conferences with McAfee, Taft re draft settlement agreement (.3); office conference with J. Baer re filing 9019 motion (.2).
12/06/03	.40	Damian D Capozzola	Communications re Farris strategy issues (.3); communications re Hawaiian software issues (.1).
12/07/03	1.40	Damian D Capozzola	Prepare for and participate in telephone conference with T. Stenger, E. Liebeler, and M. Scott re DSD strategy issues.
12/07/03	.80	Eric C Liebeler	Participate in DSD conference call with T. Stenger.
12/07/03	6.20	Andrew R Running	Review August 14, 2003 hearing transcript in preparation for hearing on motion to reduce \$75 million set-aside (2.3); prepare outline of T. Stenger direct examination in support of the motion (1.4); meeting with T. Stenger to prepare his hearing testimony (1.2); revise Stenger examination outline (1.3).
12/08/03	8.00	Edgar I Yep	Compile documents for M. Dulac (.5); compile hearing transcripts for E. Liebeler, including contacting court transcriber to send missing transcripts

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

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			(1.0); compile documents related to Price Choppers for E. Liebeler and L. Thomas (1.0); compile documents for D. Capozzola relating to Hegenbarth (1.0). Research memo (.3); prepare (label and copy) documents for upcoming production of documents in Duckett-Wilson (4.2).
12/08/03	.40	Steven R Kotarba	Discussions of worker's compensation issue with T. Crumm re upcoming hearing.
12/08/03	6.00	Antoinette Huerta	Research and compile information re Duckett-Wilson, DSD matter, Inversiones Ramiro, Rainbow Foods and Hegenbarth per attorney request (4.5); compile and prepare documents for production re Rainbow Foods (1.5).
12/08/03	3.80	Romana O Samad	Research procedures for settlement of class action (1); analyze cases (1.5); draft and edit memorandum; create attachments of rule and treatise; conference with D. Capozzola re same (.3).
12/08/03	1.60	Paul Kinealy	Draft complaint against Nelson re excess rent payments (1.2); draft demand letter re same (.4).
12/08/03	1.00	Laura Thomas	Begin review of R. Sprinkle's deposition.
12/08/03	.50	Laura Thomas	Receive and review argument for arbitration under federal law for Price Chopper Foods.
12/08/03	.20	Richard S Berger	Conference R. Tilley re settlement in Retailers Omnibus Motion.
12/08/03	9.60	Damian D Capozzola	Prepare for and participate in conference calls re, and analysis of Core-Mark issues (.9); correspond with B. Caraway and others, and analysis re Scozio's discovery issues (.3); prepare documents for production to H. Martyn and correspondence re same (1.0);

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			review and analysis of additional CDs from J. Kotter and correspond with J. Kotter and D. Alexander re same (2.5); review and analysis of document demand re Duckett-Wilson issues and prepare documents for production (1.1); analysis of case management and staffing issues and correspond re same (.4); prepare for meeting re preference, reclamation, and deduction issues, and correspond with M. Scott and O. Samad re same (1.9); review and analysis of Hegenbarth pleadings and correspond with R. Wynne and others re same (1.5).
12/08/03	1.10	Sydne J Michel	Draft and revise discovery responses in retailers' omnibus motion.
12/08/03	.20	Sydne J Michel	Telephone conference with S. Bledsoe re Albertson's hearing re AWG assumption and assignment issues.
12/08/03	2.00	Sydne J Michel	Review and analyze omnibus hearing transcripts re R. Lapowsky and AWG testimony to court re retailers' discovery and assumption and assignment issues (1.5); review related documents (.5).
12/08/03	.30	Sydne J Michel	Draft memorandum to S. McFarland and C. Lhulier re retailers' omnibus motion case status.
12/08/03	1.80	Sydne J Michel	Telephone conference with M. Fagan, at Stevens & Lee, re retailers' omnibus motion discovery issues (.3); review and analyze discovery requests re same (1.5).
12/09/03	.60	Christopher Frost	Analyze issues re Gorman adversary proceeding (.4), and communicate with M. Boley re same (.2).
12/09/03	6.00	Antoinette Huerta	Cite check, proofread, compile materials, and assist with preparation of filing of motion for arbitration re

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

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			Price Choppers.
12/09/03	.80	Richard L Wynne	Telephone conference with M. Scott and E. Liebeler re DSD settlement.
12/09/03	1.40	Paul Kinealy	Correspond with client re excess rent payments (.3); update adversary complaint re same (1.1).
12/09/03	1.00	David Hernandez	Review, analyze entries and report findings re Adecco v Nickle's Payless.
12/09/03	2.60	Laura Thomas	Review and analyze R. Sprinkle's deposition for Price Chopper.
12/09/03	.20	Richard S Berger	Communications to and from McAfee & Taft re depositions in Retailers Omnibus Motion.
12/09/03	.30	Richard S Berger	Memorandum to R. Wynne re declaratory relief action against D&O carriers.
12/09/03	1.00	Richard S Berger	Participate in telephone conference with C. Hernandez, securities lawyers, R. Wynne and others re D&O issues.
12/09/03	.40	Richard S Berger	Conference with S. Michel re Hegenbarth hearing and re importance of ruling to Retailers Omnibus Motion
12/09/03	1.10	Damian D Capozzola	Analysis of DSD strategies and communications with R. Wynne, E. Liebeler, and M. Scott re same (.8); analysis of Hawaiian software issues and communications re same (.3).
12/09/03	.50	Andrew J Groesch	Pull notice of commencement and petitions for use as suggestion of bankruptcy for a pending workers compensation action.
12/09/03	4.50	Andrew E Paris	Attend meeting regarding preferences and reclamation claims at Alix Partners' offices in Century City.
12/09/03	.50	Sydne J Michel	Review and respond to correspondence from J. Grey re K3RD/5 Rivers'

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

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			settlement agreement.
12/09/03	.30	Sydne J Michel	Review correspondence from R. Palacio and G. Johnson re Kelley Foods' cost itemization issues.
12/09/03	.30	Sydne J Michel	Review correspondence re Oklahoma City depositions re retailers' omnibus motion.
12/10/03	2.00	Duy Q Doan	Update images and database for attorneys to access remotely.
12/10/03	3.00	Edgar I Yep	Prepare (label and copy) documents for upcoming production of documents to plaintiff (Farris et al.).
12/10/03	.70	Christopher Frost	Review data re ad fund accounts for Mountain West Jubilee Store Owners.
12/10/03	.20	Christopher Frost	Communicate with Y. Jenkins re the Ortega proof of claim.
12/10/03	1.60	Becca Wahlquist	Research offset issue on priority of applying offsets to secured and unsecured claims (1.3); report to D. Cappozola (.3).
12/10/03	5.50	Antoinette Huerta	Research, compile and assemble exhibits for motion for arbitration re Price Choppers; (2.0); update correspondence and pleadings files and main database for period of 11/17 - 11/25/2003 (2.0); research and compile information re DSD matter (.5); update deposition files and main database with electronic copies of depositions (.5); update produced documents files (.5).
12/10/03	.10	Shirley S Cho	Review letter from E. Baldwin re renewals and email to C. Birchette re same.
12/10/03	2.80	William H Grignon	Draft, revise and finalize memorandum re adversary proceeding.
12/10/03	1.50	Romana O Samad	Completion of memorandum re statute of

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			limitations.
12/10/03	1.10	Paul Kinealy	Review markups to Nelson complaint from S. Cho (.3); revise complaint re same (.8).
12/10/03	.40	Laura Thomas	Telephone conference with R. Sprinkle re his deposition transcript (.2). Review J. Charrlin corrections to transcript (.1) and discuss same with E. Liebeler (.1).
12/10/03	.30	Richard S Berger	Review and revise letter to M. Fagan re discovery in Retailers Omnibus Motion.
12/10/03	.30	Richard S Berger	Conference S. Michel re settlements of accounts receivable claims against retailers.
12/10/03	.20	Richard S Berger	Communications to and from G. Richards re D&O insurance declaratory relief action.
12/10/03	1.20	Damian D Capozzola	Analysis of estate claim and communications with R. Roof, M. Scott, A. Paris, and E. Liebeler re same (.5); analysis of vendor deduction issues and communications with M. Scott and E. Liebeler re same (.4); analysis of Hawaiian software issues and communications re same (.3).
12/10/03	1.10	Sydne J Michel	Draft letter to M. Fagan, Stevens & Lee re discovery responses in retailers' omnibus motion.
12/10/03	.50	Sydne J Michel	Draft memorandum to B. Folse re Affiliated and Fleming retailer settlement agreement.
12/10/03	.40	Sydne J Michel	Draft memorandum to R. Berger re accounts receivable amounts in C&S settlement with retailers.
12/11/03	5.00	Duy Q Doan	Update databases and images for attorneys to access remotely.

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
12/11/03	6.50	Edgar I Yep	Prepare documents related to the DSD matter for production to H. Martyn.
12/11/03	1.40	Christopher Frost	Research re Utah and Texas law re what constitutes a trust.
12/11/03	1.70	Becca Wahlquist	Draft letter to opposing counsel re: discovery issues (.7); draft new discovery requests for Liska (1.0).
12/11/03	5.50	Antoinette Huerta	Review deposition materials per request of attorney re Price Chopper Foods (2.5); research and compile information and data re tracing issues (2.0); research and compile information re DSD appeal matter (.5); update pleadings and correspondence files for period between 11/24 - 11/25/2003 (.5).
12/11/03	3.50	Michael G Najjarpour	Download cases referenced to in Grignon memo from WestLaw (1.3); organize cases in binder (2.0); conference with attorney re cases in binder (.2).
12/11/03	.30	Richard S Berger	Edit letter to M. Fagan re discovery in Retailers Omnibus Motion.
12/11/03	.40	Richard S Berger	Conference with S. Michel re Retailers Omnibus Motion and potential settlement of issues.
12/11/03	7.10	Damian D Capozzola	Communications with D. Bickford, A. Paris, and E. Liebeler re potential defendant (.2); communications with R. Wick and S. McFarland re American Greetings issues, and review and revise settlement approval motion (1.1); analysis of real estate issues (.1); communications with D. Austin re Scozio's issues (.2); analysis of DSD discovery and strategy issues, and communications with E. Liebeler, E. Yep, J. Cotter, D. Alexander and A. Groesch re same (2.0); analysis of WCM issues and communications with M. Dulac re same (.2); analysis of Duckett-Wilson matter and

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			communications with B. Hall re same (.1); communications with R. Archer re tracing research project (.3); communications with M. Scott and B. Cooper re Borden issues (.1); analysis of Jubilee issues and communications with C. Frost re same (.4); analysis of Hawaii issues (2.1); analyze Liska (.3).
12/11/03	.50	Eric C Liebeler	Telephone conference with plaintiff counsel in DSD litigation.
12/11/03	1.00	Sydne J Michel	Draft and revise letter to M. Fagan re discovery issues in retailers' motion (.4); telephone conferences with M. Fagan re same (.6).
12/11/03	.20	Sydne J Michel	Draft memorandum to R. Wynne re C&S retailer settlement issues.
12/12/03	3.00	Duy Q Doan	Upload Fleming images and databases from client to image server.
12/12/03	5.00	Edgar I Yep	Research docket for M. Dulac for docket number of particular document (.5); compile documents for Appeal to Farris Injunctive Relief issues (4.5).
12/12/03	2.10	Melissa M Dulac	Communications with W. Hoch re stipulation for discovery re WCM motion (0.1); revise stipulation re same (0.1); communications with T. Walsh re stipulation for discovery re WCM motion (0.1); communications with E. Liebeler and G. Richards re anticipated discovery to propound to WCM (0.2); draft discovery to propound to WCM (1.6).
12/12/03	3.40	Becca Wahlquist	Gather information re: discovery issues (2.2); confer with opposing counsel re: discovery (.2); edit and serve further discovery on Liska (1.0).
12/12/03	5.50	Antoinette Huerta	Research and compile information including case documents re WCM matter,

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			DSD appeal matter and Price Choppers.
12/12/03	1.70	Haleh Rahjoo	Review request for discovery and interrogatories for Minkin matter (1.3); review and reply to emails from J. Stang re same (.4).
12/12/03	.20	Laura Thomas	Exchange voicemails and emails with D. Capozzola re designating record for DSD appeal.
12/12/03	6.40	Damian D Capozzola	Analysis of DSD appeal issues, and draft and circulate Rule 8006 Statement (2.3); analysis of Jubilee settlement negotiations (.1); analysis of Hawaiian software issues (.1); analysis of Target issues, review and revise draft complaint, and communications with D. Bickford and team members re same (1.6); analysis of reclamation issues and communications with S. Cho and E. Liebler re same, and legal research re related consolidation / class action issues (1.3); review and analysis of R. Rochford videotape (.5); analysis of Bay Area employee situation and communications with S. Cho re same (.4); communications with opposing counsel re Superior Dairy et al. settlements (.1).
12/12/03	1.00	Andrew J Groesch	Review and pull transcript (.3); correspond with E. Yep re deposition files and document production (.7).
12/14/03	2.30	Laura Thomas	Research arbitration case law (.6) and continue drafting motion (1.7).
12/14/03	.10	Damian D Capozzola	Analysis of DSD appeal issues.
12/15/03	7.50	Edgar I Yep	Compile and prepare to forward exhibits for the Rule 8006 Designation brief to be filed with the court per D. Capozzola.
12/15/03	.20	Melissa M Dulac	Communications with G. Richards re WCM motion for administrative claim and

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			discovery to propound re same.
12/15/03	.50	Steven R Kotarba	Follow up re Chicken of the Sea issues.
12/15/03	2.50	Christopher Frost	Negotiate settlement in Gorman Foods adversary, communicate with M. Scott re same, and communicate with M. Boley re same.
12/15/03	.70	Christopher Frost	Review and revise Nelson demand letter.
12/15/03	1.90	Becca Wahlquist	Arrange notice of service (.2); review Liska's discovery requests and gather information for responses (1.7).
12/15/03	7.50	Antoinette Huerta	Research and compile information and exhibits for upcoming arbitration motion re Price Choppers (3.5); assist with compiling information and materials re draft Rule 8006 Designation motion (3.5); research and compile information re DSD appeal matter (.5).
12/15/03	.60	Shirley S Cho	Review and revise 9019 motions from W. Disse.
12/15/03	3.50	James M Celeski	Office conference A.Groesch (.2) re chart of Witnesses and depositions taken throughout case for SEC; review and import all transcripts of all witnesses and depositions taken into livenote (1.0); mail Correspondence with E.Yep to obtain all depositions taken (.5); create chart based on all witnesses and depositions taken from transcripts and depositions for SEC (1.8).
12/15/03	.50	Laura Thomas	Review record designations for DSD appeal.
12/15/03	.20	Richard S Berger	Communications to and from J. Kennard re Retailers Omnibus motion discovery and hearing.
12/15/03	.20	Richard S Berger	Communications to and from A. Groesch

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			re status of Jackson Capital adversary proceeding.
12/15/03	.30	Richard S Berger	Conference with S. Michel re Retailers Omnibus Motion discovery and hearing.
12/15/03	5.60	Damian D Capozzola	Review and revise Rule 8006 Statement, communications re same, and prepare exhibits (2.7); communications and strategy analysis with D. Alexander-Burklow, M. Scott, and E. Liebeler re DSD issues (.8); communications with opposing counsel re Scozio's negotiations (.2); analysis and communications with R. Cobb and team members re Inversiones Ramiro issues and Bradford Plaza issues (1.2); analysis of and communications re Fleming witness testimony (.2).
12/15/03	.80	Andrew J Groesch	Office conference with J. Celeski re compiling list of Fleming witnesses who have testified or given a deposition (.5); correspond with D. Capozzola re updating Livenote database with deposition transcripts (.3).
12/15/03	.70	Eric C Liebeler	Meeting with R. Wynne re DSD claims and strategy (.2); reclamation (.5).
12/15/03	2.80	Sydne J Michel	Draft deposition outlines for retailers' omnibus motion.
12/16/03	2.00	Marcellus Richie	Data loading and database creation and configuration.
12/16/03	10.50	Antoinette Huerta	Research, compile and prepare materials re Price Chopper Foods matter arbitration motion and case files (4.0); research and compile docket and case information re Price Chopper Foods and Core-Mark (3.0); assist with compiling materials, exhibits and records for Appellants' Rule 8006 Designation (3.5).
12/16/03	2.00	Eve E Crowell	Review correspondence (.2); confer with

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			team members re strategy for filing reclamation complaints and analyze issues re same (1.8).
12/16/03	.90	Haleh Rahjoo	Review discovery notices for Minkin matter (.7); review and reply to email from J. Stang re same (.2).
12/16/03	.40	Richard S Berger	Conferences with S. Michel re Retailers Omnibus Motion discovery and hearing.
12/16/03	.50	Richard S Berger	Communications to and from J. Kennard and M. Benedict re scheduling of discovery and hearing in Retailers Omnibus Motion.
12/16/03	3.00	Damian D Capozzola	Communications with R. Rochford re warehouse (.1); analysis of Bradford Plaza issues and communications re same (1.1); communications with opposing counsel re Scozio's (.1); analysis of Hawaiian software issues and communications with E. Liebeler re same (.3); communications with E. Liebeler and D. Alexander re DSD discovery issues (1.2); communications with K. Kobbe and S. Kaufman re DSD settlements (.2).
12/16/03	.70	Andrew J Groesch	Review and revise chart of Fleming witnesses testimony.
12/16/03	1.20	Eric C Liebeler	Review documents re DSD settlement and litigation strategy.
12/16/03	4.50	Xanath Owens	Draft Complaint for Declaratory Relief (Reclamation Claims).
12/16/03	1.00	Sydne J Michel	Review and analyze November 25, 2003 omnibus hearing transcript.
12/17/03	3.00	Marcellus Richie	Data loading and database creation and configuration.
12/17/03	6.50	Antoinette Huerta	Research, compile and assemble exhibits re motion for arbitration (3.5); update deposition and hearing files and

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			database re hearings for November and December (.5); research and compile information re DSD appeal matter (.5); research case law re Felix issue (2.0).
12/17/03	.50	James M Celeski	Telephone conference with S.Cho and A. Groesch re finalization of the witness and deposition chart for the SEC (.1); mail correspondence for all litigators responding for edits and additions to the witness and Deposition chart for SEC (.4).
12/17/03	4.30	Laura Thomas	Exchange emails with G. Richards re changes to Price Chopper Foods' motion to arbitrate (.2); revise and redraft motion to arbitrate (3.1); research case law relating to enforcement of arbitration clauses (1.0).
12/17/03	5.60	Damian D Capozzola	Communications with M. Gage re warehouse trip and analysis re same (.4); analysis of and communications re conflict and case management issues (.7); analysis of and communications re DSD discovery and appeal issues (1.6); prepare for and participate in settlement negotiations with DSD vendors (1.7); communications with clerks re discovery motion (.5); communications and analysis re Hawaiian software issues (.7).
12/17/03	.50	Andrew J Groesch	Review witness chart (.3); telephone conference with S. Cho re AlixPartners personnel included on witness chart and hearing dates (.2).
12/18/03	2.50	Christopher Frost	Draft Gorman settlement agreement.
12/18/03	4.10	Becca Wahlquist	Gather information and documents from Fleming employees in order to draft discovery responses (2.0); draft RFA responses (2.1).
12/18/03	7.00	Antoinette Huerta	Assist with compiling materials and records re Rule 8006 Designations for

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			upcoming filing (2.5); update correspondence and pleadings main files with electronically sent documents for period of 11/26 - 12/07/2003 (4.0); research and compile information re DSD appeal matter (.5).
12/18/03	.50	Shirley S Cho	Review Price Chopper arbitration motion (.3); telephone conference with L. Thomas re same (.2).
12/18/03	2.10	Evan R Gartenlaub	Research re administration claims and intercompany claims re Dunnigan Fuel matter (1.4); prepare for and have call with client re same (.7).
12/18/03	.30	Laura Thomas	Office conference with E. Liebeler and D. Capozzola re DSD appeal and schedule.
12/18/03	1.20	Richard S Berger	Review and revise First Amended Complaint against D&O insurers.
12/18/03	.10	Richard S Berger	Review incoming fax from H. Hirschman re D&O carriers' demand.
12/18/03	.30	Richard S Berger	Review final version of First Amended Complaint against D&O carriers and communications with J. Hermes re changes to be made.
12/18/03	.60	Richard S Berger	Review J. Hermes and B. Collins comments to revised complaint and communications with J. Hermes re further modifications to First Amended Complaint against D&O insurers.
12/18/03	4.90	Damian D Capozzola	Prepare for and participate in conferences re trip to OKC warehouse in January (1.4); communications and analysis re Bradford Plaza issues (.3); communications and analysis re DSD appeal issues (.7); communications and analysis re DSD litigation strategies and tactics (2.0); communications re airplane lease issues (.1); analysis of and communications re conflicts issues

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			(.4).
12/18/03	3.60	Eric C Liebler	Team meeting (D. Capozzola and L. Thomas) re DSD appeal brief (.4); analyze appeal issues and strengths thereof (3.2).
12/18/03	.30	Sydne J Michel	Attention to retailers' omnibus motion scheduling issues.
12/18/03	1.00	Sydne J Michel	Telephone conference with M. Fagan re discovery and filing deadlines in retailers' omnibus motion (.2); review December 8, 2003 hearing transcript re same (.7); office conference with R. Berger re same (.1).
12/19/03	2.50	Edgar I Yep	Compile and send documents to R. Rock (expert), per A. Paris (2.0); search for document re Keen per M. Dulac (.5).
12/19/03	10.00	Antoinette Huerta	Research and compile information re DSD appeal matter (1.5); update case calendar (.5); research and compile information and materials in preparation for the class certification appeal including creating and preparing materials for attorneys re designation of record materials (8.0)
12/19/03	3.30	Laura Thomas	Review documents and create designation of record and statement of issues for appeal of class certification (2.8); office conferences re record designation with A. Huerta (.3); office conference with E. Liebler re same (.2).
12/19/03	3.20	Damian D Capozzola	Communications and analysis regarding DSD discovery issues, including document review trip to OKC and analysis of case law regarding discovery against absent plaintiffs (2.9); communications with D. Bickford regarding Target issues (.2); communications and analysis regarding Hawaiian software issues (.1).

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
12/19/03	.20	Andrew J Groesch	Correspond re CNO for Lakehead 9019 motion.
12/19/03	4.80	Eric C Liebler	Review record transcripts and prior briefs on DSD appeal (4.5); review district court order (.3).
12/20/03	7.00	Antoinette Huerta	Compile, prepare and assemble materials and records re Rule 8006 Designations for filing re class certification appeal.
12/20/03	2.00	Laura Thomas	Review DSD record for purposes of record designation.
12/20/03	2.00	Laura Thomas	Review and analyze cited case law for inclusion in review binders (1.0); supervise A. Huerta in gathering materials for review binders for DSD appeal (1.0).
12/21/03	2.50	Antoinette Huerta	Update case files with recently received electronic correspondence, including all attachments and reports for 12/08 - 12/12/2003 (1.5); research materials per attorney of D. Capozzola re recent opinion issued (1.0).
12/22/03	2.50	Christopher Frost	Negotiate Gorman settlement and analyze issues re same.
12/22/03	6.30	Becca Wahlquist	Gather information to edit discovery responses and fill in gaps (1.8); review documents gathered and determine documents to be produced (4.5).
12/22/03	8.50	Antoinette Huerta	Research and compile information and documents re Canadian Realty Company (1.0); compile information, and prepare and assemble records re Rule 8006 Designation materials (7.5).
12/22/03	2.50	James R Strohl	Research legal precedent re complaints against insurance companies.
12/22/03	4.80	Laura Thomas	Review and analyze record for

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			designation of record on DSD appeal.
12/22/03	.30	James B Ransom	Review and analyze redline of Westchester draft settlement agreement.
12/22/03	.50	James B Ransom	Review and analyze revised settlement agreement with Ace.
12/23/03	1.40	Christopher Frost	Negotiate Gorman settlement and analyze issues re same.
12/23/03	5.00	Becca Wahlquist	Review documents and finalize document production (4.0); edit discovery and arrange service (1.0).
12/23/03	.40	Shirley S Cho	Review and revise motion to arbitrate from S. McFarland.
12/23/03	.50	Richard S Berger	Revise notices of depositions for Retailers Omnibus Motion.
12/23/03	7.10	Eric C Liebeler	Review case law and record on DSD appeal brief.
12/23/03	.30	Sydne J Michel	Draft memorandum to J. Ransom re certain retailers' discovery issues.
12/24/03	2.30	Becca Wahlquist	Finalize discovery responses and document production (2.0); oversee service of discovery responses (.3).
12/26/03	4.90	Laura Thomas	Review and analyze record for designation of record on DSD appeal.
12/26/03	6.00	Eric C Liebeler	Review record and pertinent cases for DSD appeal brief.
12/27/03	8.00	Antoinette Huerta	Assist with compiling and preparing records A - II for the Rule 8006 Designation of the record filing, and prepare materials to send to local counsel (8.0).
12/27/03	8.30	Laura Thomas	Review record for DSD appeal and organize to ship to Pachulski (7.1); research standard of review on appeal (1.2).

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
12/27/03	1.10	Damian D Capozzola	Communications with D. Austin regarding Scozio's issues (.2); communications and analysis regarding Jubilee issues (.1); communications regarding Bradford Plaza issues (.1); communications and analysis with E. Liebeler and M. Scott regarding DSD discovery and appellate issues (.5); communications with B. Frink regarding OKC warehouse issues (.2).
12/27/03	.90	Sydne J Michel	Review correspondence from M. Fagan re discovery issues in retailers' motion to compel (.3); review and analyze draft protective order re same (.6).
12/27/03	.10	Sydne J Michel	Draft memorandum to S. Cho re objections to request for production of documents.
12/27/03	.20	Sydne J Michel	Draft memorandum to S. Cho re confidentiality order and discovery issues in retailers' motion to compel.
12/27/03	.80	Sydne J Michel	Draft memorandum to B. Folse re K3RD/5 Rivers' accounts receivable issues (.3); draft memorandum to J. Grey re same (.5).
12/28/03	2.00	Antoinette Huerta	Assemble additional binder sets of DSD class certification appeal materials.
12/28/03	5.90	Laura Thomas	Review and analyze depositions in DSD record.
12/29/03	7.50	Antoinette Huerta	Assist with preparation of materials for filing of documents re Rule 8006 Designation (3.0); research and compile docket information re DSD appeal matter, and re arbitration issue (1.0); assist with preparation of documents for production re WCM (3.0); update main correspondence and pleadings files with recently received documents (.5).

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
12/29/03	.50	Laura Thomas	Exchange emails with C. Lhulier re filing record in DSD (.2); office conferences with A. Huerta re same (.3).
12/29/03	.60	Richard S Berger	Revise notices of deposition for Retailers Omnibus Motion.
12/29/03	.70	Damian D Capozzola	Review and analysis of DSD issues and communications E. Liebeler re same (.6); review and analysis of Gorman issues (.1).
12/29/03	5.00	Eric C Liebeler	Outline DSD appeal brief.
12/30/03	1.20	Becca Wahlquist	Analyze potential deponents and come up with list for G. Richards (.6); research issue of how to subpoena third party witnesses (.6).
12/30/03	4.50	Antoinette Huerta	Assist with preparing Appellant's Rule 8006 Designation for electronic filing (3.0); research and compile information re DSD appeal matter (.5); research and compile information re omnibus dates for Oklahoma retailers re continuations of hearings (1.0).
12/30/03	.50	Shirley S Cho	Review 9019 settlements.
12/30/03	1.90	Kenneth Robling	Prepare for and participate in telephone conference call with R. Johnson re Paxton and Ball (.5); review documents re same (.4); prepare for and participate in multiple telephone conference calls with B. Folse re same (.3); confer with G. Richards re 9019 motions and follow up re same (.5); draft correspondence re same (.2).
12/30/03	1.10	Frank A Chavez	Maintain and distribute, for attorney review and use, electronic case database re filed pleadings in adversary proceedings.
12/30/03	1.20	Seth J Gerson	Work on certain matters in connection with Notice of Deposition and document

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			production in connection with same (.4); telephone conference with members of Blackstone, AlixPartners and other members of K&E in connection with same (.8).
12/30/03	.30	Haleh Rahjoo	Review and reply to email from J. Stang re Minkin matter.
12/30/03	1.80	Laura Thomas	Review and analyze case law for DSD appeal (1.6); send email to E. Liebeler and D. Capozzola discussing same (.2).
12/30/03	1.80	Laura Thomas	Exchange voicemails and emails with C. Lhlulier re filing designation of record (.4); telephone conferences with A. Huerta re same (.4); telephone conference with S. McFarland and A. Espinosa re same (.5); review documents in record for filing (.5).
12/30/03	1.00	Laura Thomas	Research and analyze state law on constructive trusts (.8); transmit same to E. Liebeler (.2).
12/30/03	.30	Richard S Berger	Communication to all counsel in Retailers Omnibus Motion re discovery deadlines and scheduling.
12/30/03	.20	Richard S Berger	Communications with J. Ransom re Retailers Omnibus Motion.
12/30/03	.70	Damian D Capozzola	Review, analysis and communications re DSD issues (.4); review, analysis and communications re Hawaiian software issues (.3)
12/30/03	8.00	Eric C Liebeler	Draft DSD appeal brief.
12/31/03	5.70	Melissa M Dulac	Review and analyze documents produced by WCM (5.4); communicate with M. Sharp re settlement offer of WCM (0.3).
12/31/03	1.30	Becca Wahlquist	Participate in discussions re: settling Liska's claims (.3); review Liska's document production and finalize list of deponents (1.0).

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
12/31/03	.80	Richard L Wynne	Analyze post-hearing brief of AWG re Albertson's motion.
12/31/03	6.00	Kenneth Robling	Prepare for and participate in telephone conference call with K. Richesson re settlement issues (.5); draft correspondence re same (.2); confer with R. Tilley re Greens matter and follow up re same (.3); revise settlement agreement re same (.3); conduct legal research re offset issue and review and analyze same (4.7).
12/31/03	.30	Haleh Rahjoo	Review and reply to emails from J. Stang and M. Sharp re Minkin deposition.
12/31/03	.30	Richard S Berger	Preparation of notices of deposition re Retailers Omnibus Motion.
12/31/03	.30	Richard S Berger	Memorandum to S. Michel and J. Ransom re discovery in Retailers Omnibus Motion.
12/31/03	1.30	Andrew J Groesch	Correspond with S. Cho and J. Celeski re confirmation of completeness of chart of witness testimony for SEC (.5); correspond with S. Kotarba and S. Cho re lists of objectors (.3); review and send to E. Kratofil lists of PACA, Reclamation, Sale and Lease Assumption and Assignment rejection objectors (.5).
12/31/03	.50	James B Ransom	Review and analyze deposition notices re Retailers Omnibus Motion.
12/31/03	.60	James B Ransom	Plan and prepare for discovery production re Retailers Omnibus Motion.
	603.30		TOTAL HOURS

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

Description of Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/21/03	Postage	.37
10/30/03	Telephone call to: LEWISVILLE, TX 972-906-1120	.76
10/30/03	Telephone call to: GRANDPRARI, TX 214-704-9254	.78
10/31/03	Telephone call to: BRITTON, OK 405-841-8287	.75
11/01/03	AT&T TELECONFERENCE SERVICES - Telephone, Teleconference chgs., D. Capozzola, 10/03	92.98
11/01/03	AT&T TELECONFERENCE SERVICES - Telephone, Teleconference chgs., D. Capozzola, 10/03	217.16
11/01/03	West Publishing-TP, Database Usage 11.03	.61
11/02/03	West Publishing-TP, Database Usage 11.03	49.73
11/02/03	West Publishing-TP, Database Usage 11.03	.61
11/02/03	West Publishing-TP, Database Usage 11.03	9.29
11/03/03	Telephone call to: HINSDALE, IL 630-654-9318	12.75
11/03/03	West Publishing-TP, Database Usage 11.03	3.08
11/03/03	West Publishing-TP, Database Usage 11.03	23.18
11/03/03	West Publishing-TP, Database Usage 11.03	52.66
11/03/03	West Publishing-TP, Database Usage 11.03	.61
11/03/03	West Publishing-TP, Database Usage 11.03	1.67
11/03/03	West Publishing-TP, Database Usage 11.03	5.43
11/03/03	West Publishing-TP, Database Usage 11.03	14.42
11/03/03	West Publishing-TP, Database Usage 11.03	19.57
11/03/03	West Publishing-TP, Database Usage 11.03	46.99
11/03/03	West Publishing-TP, Database Usage 11.03	63.80
11/04/03	Telephone call to: WILMINGTON, DE 302-652-4100	.98
11/04/03	Telephone call to: BEVERLYHLS, CA 310-729-3054	1.25
11/04/03	West Publishing-TP, Database Usage 11.03	.61
11/04/03	West Publishing-TP, Database Usage 11.03	13.34
11/04/03	West Publishing-TP, Database Usage 11.03	.61
11/04/03	West Publishing-TP, Database Usage 11.03	12.27
11/04/03	West Publishing-TP, Database Usage 11.03	26.66
11/05/03	Telephone call to: GRANDPRARI, TX 214-704-9254	.76
11/05/03	Telephone call to: OKLA CITY, OK 405-203-2463	.95
11/05/03	West Publishing-TP, Database Usage 11.03	46.57

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/05/03	West Publishing-TP,Database Usage 11.03	.61
11/06/03	Telephone call to: BEVERLYHLS,CA 310-729-3054	.76
11/06/03	Telephone call to: CHICAGO,IL 312-593-0643	3.85
11/06/03	West Publishing-TP,Database Usage 11.03	.61
11/06/03	West Publishing-TP,Database Usage 11.03	1.13
11/06/03	West Publishing-TP,Database Usage 11.03	38.71
11/07/03	Telephone call to: CLEVELAND,OH 216-861-4700	.89
11/07/03	Telephone call to: LEWISVILLE,TX 972-906-1120	2.53
11/07/03	West Publishing-TP,Database Usage 11.03	.61
11/07/03	West Publishing-TP,Database Usage 11.03	14.26
11/07/03	West Publishing-TP,Database Usage 11.03	53.43
11/07/03	West Publishing-TP,Database Usage 11.03	43.32
11/07/03	Overtime Meals Donna R Amos	12.00
11/07/03	Tammi P Bowden - Mail merge (87 vendor letters)...	142.20
11/08/03	West Publishing-TP,Database Usage 11.03	.61
11/09/03	West Publishing-TP,Database Usage 11.03	.61
11/10/03	West Publishing-TP,Database Usage 11.03	.61
11/10/03	West Publishing-TP,Database Usage 11.03	1.58
11/11/03	Telephone call to: DALLAS NE,TX 972-458-5353	2.49
11/11/03	West Publishing-TP,Database Usage 11.03	.61
11/11/03	West Publishing-TP,Database Usage 11.03	95.31
11/11/03	West Publishing-TP,Database Usage 11.03	121.32
11/12/03	West Publishing-TP,Database Usage 11.03	.61
11/12/03	West Publishing-TP,Database Usage 11.03	.23
11/12/03	West Publishing-TP,Database Usage 11.03	37.17
11/12/03	West Publishing-TP,Database Usage 11.03	112.69
11/13/03	West Publishing-TP,Database Usage 11.03	1.89
11/13/03	West Publishing-TP,Database Usage 11.03	.61
11/13/03	West Publishing-TP,Database Usage 11.03	3.80
11/13/03	West Publishing-TP,Database Usage 11.03	28.96
11/13/03	West Publishing-TP,Database Usage 11.03	66.72
11/13/03	West Publishing-TP,Database Usage 11.03	218.32
11/14/03	Telephone call to: STATE OF,DE 302-778-6406	.50
11/14/03	West Publishing-TP,Database Usage 11.03	1.20
11/14/03	West Publishing-TP,Database Usage 11.03	150.30
11/14/03	West Publishing-TP,Database Usage 11.03	.61
11/14/03	West Publishing-TP,Database Usage 11.03	27.82
11/14/03	West Publishing-TP,Database Usage 11.03	82.76
11/14/03	West Publishing-TP,Database Usage 11.03	76.78

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/15/03	West Publishing-TP,Database Usage 11.03	.61
11/16/03	West Publishing-TP,Database Usage 11.03	27.84
11/16/03	West Publishing-TP,Database Usage 11.03	.61
11/17/03	Postage	.60
11/17/03	West Publishing-TP,Database Usage 11.03	125.25
11/17/03	West Publishing-TP,Database Usage 11.03	.61
11/18/03	Telephone call to: DALLAS,TX 214-673-2465	1.25
11/18/03	West Publishing-TP,Database Usage 11.03	.61
11/18/03	West Publishing-TP,Database Usage 11.03	106.77
11/19/03	West Publishing-TP,Database Usage 11.03	44.77
11/19/03	West Publishing-TP,Database Usage 11.03	.61
11/19/03	West Publishing-TP,Database Usage 11.03	23.32
11/19/03	West Publishing-TP,Database Usage 11.03	24.19
11/19/03	West Publishing-TP,Database Usage 11.03	184.11
11/20/03	Telephone call to: GRD PR,TX 214-647-7500	.50
11/20/03	West Publishing-TP,Database Usage 11.03	37.95
11/20/03	West Publishing-TP,Database Usage 11.03	31.79
11/20/03	West Publishing-TP,Database Usage 11.03	.61
11/20/03	West Publishing-TP,Database Usage 11.03	152.89
11/21/03	West Publishing-TP,Database Usage 11.03	27.64
11/21/03	West Publishing-TP,Database Usage 11.03	.61
11/21/03	West Publishing-TP,Database Usage 11.03	29.20
11/21/03	West Publishing-TP,Database Usage 11.03	97.23
11/21/03	West Publishing-TP,Database Usage 11.03	112.61
11/22/03	West Publishing-TP,Database Usage 11.03	.61
11/22/03	West Publishing-TP,Database Usage 11.03	16.15
11/23/03	Telephone call to: OKLA CITY,OK 405-627-7428	.76
11/23/03	West Publishing-TP,Database Usage 11.03	.61
11/23/03	West Publishing-TP,Database Usage 11.03	115.03
11/23/03	West Publishing-TP,Database Usage 11.03	124.97
11/24/03	Telephone call to: NEWYORKCTY,NY 212-530-5076	.50
11/24/03	Telephone call to: HINSDALE,IL 630-654-9318	11.76
11/24/03	West Publishing-TP,Database Usage 11.03	19.09
11/24/03	West Publishing-TP,Database Usage 11.03	83.83
11/24/03	West Publishing-TP,Database Usage 11.03	.61
11/24/03	West Publishing-TP,Database Usage 11.03	5.53
11/24/03	West Publishing-TP,Database Usage 11.03	370.24
11/25/03	West Publishing-TP,Database Usage 11.03	.61
11/25/03	West Publishing-TP,Database Usage 11.03	179.49
11/26/03	Telephone call to: OKLA CITY,OK 405-235-9621	1.00

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/26/03	West Publishing-TP,Database Usage 11.03	.61
11/26/03	West Publishing-TP,Database Usage 11.03	146.14
11/27/03	West Publishing-TP,Database Usage 11.03	.61
11/28/03	West Publishing-TP,Database Usage 11.03	26.86
11/28/03	West Publishing-TP,Database Usage 11.03	.61
11/29/03	West Publishing-TP,Database Usage 11.03	.61
11/30/03	West Publishing-TP,Database Usage 11.03	.61
11/30/03	West Publishing-TP,Database Usage 11.03	.47
12/01/03	AT&T TELECONFERENCE SERVICES - Telephone, Teleconference svcs., D. Capozzola, 12/03	222.66
12/01/03	Standard Copies	1.00
12/01/03	Standard Copies	2.60
12/01/03	Standard Copies	6.70
12/01/03	Scanned Images	.90
12/01/03	Scanned Images	2.40
12/01/03	Scanned Images	5.40
12/01/03	Scanned Images	3.30
12/01/03	Scanned Images	2.25
12/01/03	Scanned Images	5.25
12/01/03	Scanned Images	.45
12/01/03	Scanned Images	.45
12/01/03	Scanned Images	.45
12/01/03	Scanned Images	.30
12/01/03	Scanned Images	.30
12/01/03	Scanned Images	.30
12/01/03	Scanned Images	.30
12/01/03	Scanned Images	.15
12/01/03	Scanned Images	.45
12/01/03	Fed Exp to:MR ROBERTS B ELLIS JR,ADEL,GA from:LAURA THOMAS	11.67
12/01/03	Fed Exp to:JERRY CHARRLIN,PHOENIX,AZ from:ANTONINETTE HUERTA	15.13
12/01/03	DEUTERMANN CONSULTING GROUP, INC. - Professional Fees - Scanning and electronically numbering documnets (FL 3208-10842)	2,768.94
12/02/03	Telephone call to: MILWAUKEE,WI 414-231-5801	2.74
12/02/03	Telephone call to: CHICAGO,IL 312-861-3299	1.00
12/02/03	Telephone call to: CHICAGO,IL 312-543-5435	6.23
12/02/03	Eric Liebeler, Telephone While Traveling, 12/02/03, (Document Production)	17.77

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/02/03	Postage	1.80
12/02/03	Scanned Images	1.05
12/02/03	Scanned Images	.60
12/02/03	Scanned Images	.60
12/02/03	Scanned Images	.30
12/02/03	Scanned Images	1.35
12/02/03	Scanned Images	.90
12/02/03	Scanned Images	.45
12/02/03	Fed Exp to:ARTHUR HAHN,TEMPE,AZ from:ANTOINETTE HUET	12.36
12/02/03	Fed Exp to:CHRIS LHULIER,WILMINGTON,DE from:ANTOINETTE HUERTA	51.67
12/02/03	Damian Capozzola, Hotel, OKLAHOMA CITY, 12/02/03, (Document Preparation)	92.72
12/02/03	Eric Liebeler, Hotel, OKLAHOMA CITY, OK, 12/02/03 (Document Production)	164.46
12/02/03	Damian Capozzola, Airfare, OKLAHOMA CITY, 12/02/03 to 12/03/03, (Document Preparation)	292.50
12/02/03	Damian Capozzola, To/From Airport, OKLAHOMA CITY, 12/02/03, (Document Preparation)	27.00
12/02/03	Eric Liebeler, To/From Airport, Los Angeles, CA, 12/02/03, (Document Production)	70.00
12/02/03	Damian Capozzola, Travel Meal, OKLAHOMA CITY, 12/02/03, (Document Preparation)	40.43
12/02/03	Damian Capozzola, Travel Meal, OKLAHOMA CITY, 12/02/03, (Document Preparation)	50.00
12/02/03	Damian Capozzola, Travel Meal, OKLAHOMA CITY, 12/02/03, (Document Preparation)	3.25
12/02/03	Damian Capozzola, Travel Meal, OKLAHOMA CITY, 12/02/03, (Document Preparation)	2.14
12/02/03	Damian Capozzola, Travel Meal, OKLAHOMA CITY, 12/02/03, (Document Preparation)	4.97
12/02/03	GLOBAL LEGAL COPY, LLC. - Outside Copy/Binding Services, PO-A2598, M Najjarpour, 12/02/03	318.20
12/02/03	Crown Coach - Overtime Transportation, Andrew J Groesch	66.30
12/02/03	Rebecca Wahlquist, Overtime Meal-Attorney, Los Angeles, CA, 12/02/03, (Document Preparation)	22.86
12/02/03	Andrew Groesch, Overtime Meal-Legal Assistant, Chicago, IL, 12/02/03, (Overtime Meals)	79.88

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/03/03	Telephone call to: DALLAS, TX 214-675-4982	.75
12/03/03	Standard Copies	2.00
12/03/03	Standard Copies	34.50
12/03/03	Standard Copies	120.20
12/03/03	Standard Copies	59.40
12/03/03	Standard Copies	.20
12/03/03	Scanned Images	2.70
12/03/03	Scanned Images	2.40
12/03/03	Fed Exp to: LAURA THOMAS, LOS ANGELES, CA from: JERRY CHARRLIN	8.77
12/03/03	Damian Capozzola, To/From Airport, OKLAHOMA CITY, 12/03/03, (Document Preparation)	20.00
12/03/03	Eric Liebler, To/From Airport, Los Angeles, CA, 12/03/03, (Document Production)	70.00
12/03/03	Damian Capozzola, Travel Meal, OKLAHOMA CITY, 12/03/03, (Document Preparation)	19.79
12/03/03	Damian Capozzola, Travel Meal, OKLAHOMA CITY, 12/03/03, (Document Preparation)	7.42
12/03/03	Damian Capozzola, Travel Meal, OKLAHOMA CITY, 12/03/03, (Document Preparation)	20.00
12/03/03	Damian Capozzola, Travel Meal, OKLAHOMA CITY, 12/03/03, (Document Preparation)	2.70
12/03/03	Eric Liebler, Car Rental, OKLAHOMA CITY, OK, 12/02/03 to 12/03/03, (Document Production)	133.12
12/03/03	Damian Capozzola, Other, 12/03/03, (Document Preparation)	10.55
12/04/03	Telephone call to: OKLA CITY, OK 405-235-6444	.50
12/04/03	Telephone call to: NASHVILLE, TN 615-333-6224	1.00
12/04/03	Telephone call to: BYRON, OK 405-474-5660	.50
12/04/03	Telephone call to: DALLAS NE, TX 972-906-8662	.50
12/04/03	Telephone call to: DALLAS NE, TX 972-906-8662	1.49
12/04/03	Telephone call to: DALLAS NE, TX 972-906-8662	1.49
12/04/03	Fax page charge to 302-652-1111	3.00
12/04/03	Fax page charge to 202-965-3063	3.00
12/04/03	Fax page charge to 212-490-1344	3.00
12/04/03	Fax page charge to 214-647-7501	3.00

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/04/03	Fax page charge to 216-861-4703	3.00
12/04/03	Fax page charge to 801-257-1800	.75
12/04/03	Fax page charge to 216-861-4703	2.25
12/04/03	Fax page charge to 212-530-5219	2.25
12/04/03	Fax page charge to 702-414-4904	8.25
12/04/03	Fax page charge to 212-530-5219	1.50
12/04/03	Fax page charge to 216-861-4703	1.50
12/04/03	Standard Copies	1.40
12/04/03	Standard Copies	9.30
12/04/03	Standard Copies	.80
12/04/03	Standard Copies	8.40
12/04/03	Standard Copies	7.80
12/04/03	Standard Copies	1.80
12/04/03	Standard Copies	.10
12/04/03	Standard Copies	.20
12/04/03	Standard Copies	.10
12/04/03	Standard Copies	3.60
12/04/03	Standard Copies	2.60
12/04/03	Standard Copies	.20
12/04/03	Standard Copies	4.50
12/04/03	Standard Copies	.20
12/04/03	Standard Copies	.30
12/04/03	Standard Copies	.10
12/04/03	Standard Copies	.40
12/04/03	Standard Copies	19.30
12/04/03	Standard Copies	7.70
12/04/03	Standard Copies	11.80
12/04/03	Standard Copies	11.30
12/04/03	Standard Copies	6.20
12/04/03	Standard Copies	.30
12/04/03	Standard Copies	.30
12/04/03	Standard Copies	.20
12/04/03	Standard Copies	.40
12/04/03	Standard Copies	5.00
12/04/03	Standard Copies	11.10
12/04/03	Standard Copies	11.10
12/04/03	Scanned Images	3.15
12/04/03	Scanned Images	.75
12/04/03	Scanned Images	.60
12/04/03	Scanned Images	.45
12/04/03	Scanned Images	1.35
12/04/03	Scanned Images	6.45
12/04/03	Scanned Images	10.95
12/04/03	Scanned Images	11.55
12/04/03	Scanned Images	3.75
12/04/03	Scanned Images	9.30

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/04/03	Scanned Images	4.65
12/04/03	Scanned Images	1.20
12/04/03	Scanned Images	1.05
12/04/03	Scanned Images	1.05
12/04/03	Scanned Images	.90
12/04/03	Scanned Images	.90
12/04/03	Scanned Images	8.40
12/04/03	Fed Exp to:HARTLEY MARTYN, ESQ.,CLEVELAND,OH from:ED YEP	16.37
12/04/03	Fed Exp to:LEONARD P GOLBERGER ESQ,PHILADELPHIA PA from:CHRISTOPHER L FROST ESQ	17.84
12/04/03	Fed Exp to:GREG PASCALE,SCRANTON,PA from:CHRISTOPHER L FROST ESQ	17.84
12/04/03	Fed Exp to:RAY SPRINKLE,SPOKANE,WA from:ANTONIETTE HUERTA	18.09
12/04/03	GREENEBAUM DOLL & MCDONALD PLLC - Outside Messenger Services- Attorney service re Fleming	1,320.91
12/04/03	DOWNTOWN REPROGRAPHICS - Outside Copy/Binding Services - 12/04/03 CD-ROM Duplication	541.25
12/05/03	Telephone call to: DALLAS NE,TX 972-906-1120	.75
12/05/03	Telephone call to: DALLAS NE,TX 972-906-2180	.50
12/05/03	Fax page charge to 972-906-1208	14.25
12/05/03	Fax page charge to 904-296-4566	.75
12/05/03	Standard Copies	52.60
12/05/03	Scanned Images	.75
12/05/03	MATRIX LEGAL, LLC. - Outside Paralegal Assistance San Diego, Neal w/e 11/30/03	674.53
12/05/03	THE DIALOG CORPORATION - Computer Database Research, Dialog Database Usage 11/03	723.06
12/07/03	GENESYS CONFERENCING, INC. - Telephone - 11/26/03 Conference call	13.15
12/07/03	GENESYS CONFERENCING, INC. - Telephone - 12/07/03 Conference call	75.99
12/07/03	Telephone call to: HINSDALE,IL 630-654-9318	3.78
12/07/03	Overtime Transportation Damian D Capozzola	10.05
12/07/03	Overtime Meals Damian D Capozzola	9.00
12/08/03	Telephone call to: NORTH EAST,NJ 201-968-0001	.62

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/08/03	Telephone call to: HINSDALE,IL 630-654-9318	3.16
12/08/03	Telephone call to: HINSDALE,IL 630-654-9318	4.71
12/08/03	Telephone call to: NEW YORK,NY 212-416-8220	1.26
12/08/03	Telephone call to: CHICAGO,IL 312-984-7716	1.59
12/08/03	Telephone call to: ELK GROVE,IL 847-718-8222	1.59
12/08/03	Fax page charge to 216-861-4703	1.50
12/08/03	Fax page charge to 212-530-5219	1.50
12/08/03	Fax page charge to 212-530-5219	1.50
12/08/03	Standard Copies	9.10
12/08/03	Standard Copies	.50
12/08/03	Standard Copies	.60
12/08/03	Scanned Images	.60
12/08/03	Scanned Images	.45
12/08/03	Fed Exp to:HARTLEY MARTYN,CLEVELAND,OH from:DAMIAN CAPOZZOLA	13.44
12/08/03	Fed Exp to:SCOTTA E. MCFARLAND,WILMINGTON,DE from:DAMIAN CAPOZZOLA	14.90
12/08/03	Overtime Meals Damian D Capozzola	9.00
12/09/03	Telephone call to: DALLAS NE,TX 972-906-2180	.50
12/09/03	Telephone call to: GRD PR,TX 214-647-7500	.50
12/09/03	Telephone call to: NEWYORKCTY,NY 212-530-5411	.50
12/09/03	Telephone call to: KANSASCITY,MO 816-751-1602	.50
12/09/03	Telephone call to: E PHOENIX,AZ 480-837-0133	1.99
12/09/03	Fax phone charge to 213-680-8500	1.45
12/09/03	Fax page charge to 213-680-8500	11.25
12/09/03	Fax page charge to 202-756-8087	2.25
12/09/03	Standard Copies	7.20
12/09/03	Standard Copies	.20
12/09/03	Standard Copies	21.30
12/09/03	Standard Copies	4.70
12/09/03	Standard Copies	1.10
12/09/03	Standard Copies	9.00
12/09/03	Standard Copies	.50
12/09/03	Eric Liebler, Airfare, Los Angeles, CA, 12/02/03 to 12/06/03, (Document	829.00

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

<u>Date</u>	<u>Description</u>	<u>Amount</u>
	Production)	
12/09/03	Damian Capozzola, Parking, Los Angeles, CA, 12/09/03, (Client Meeting)	23.00
12/09/03	Overtime Meals Damian D Capozzola	9.00
12/10/03	Telephone call to: SPOKANE,WA 509-467-2731	1.49
12/10/03	Telephone call to: SACRAMENTO,CA 916-851-3750	.95
12/10/03	Telephone call to: ARLNGTN EM,TX 817-461-4222	1.00
12/10/03	Fax page charge to 212-530-5219	.75
12/10/03	Fax page charge to 216-861-4703	.75
12/10/03	Fax page charge to 212-530-5219	.75
12/10/03	Fax page charge to 216-861-4703	.75
12/10/03	Standard Copies	.20
12/10/03	Standard Copies	.20
12/10/03	Standard Copies	.30
12/10/03	Standard Copies	27.60
12/10/03	Standard Copies	10.70
12/10/03	Standard Copies	.90
12/10/03	Scanned Images	.45
12/10/03	Scanned Images	.45
12/10/03	Damian Capozzola, Parking, Los Angeles, CA, 12/10/03, (Client Meeting)	20.00
12/11/03	Telephone call to: STATE OF,DE 302-778-6406	.50
12/11/03	Telephone call to: STATE OF,DE 302-778-6401	.75
12/11/03	Telephone call to: E PHOENIX,AZ 480-706-1196	.75
12/11/03	Telephone call to: DALLAS NE,TX 972-394-3524	1.99
12/11/03	Telephone call to: EASTERN,MA 617-504-0253	3.74
12/11/03	Telephone call to: BRITTON,OK 405-841-5753	6.73
12/11/03	Telephone call to: DALLAS NE,TX 972-906-8168	.50
12/11/03	Telephone call to: DALLAS NE,TX 972-906-8036	.75
12/11/03	Telephone call to: OAHU,HI 808-539-8700	1.25
12/11/03	Telephone call to: BRITTON,OK 405-858-5842	1.00
12/11/03	Standard Copies	1.10
12/11/03	Standard Copies	.80

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/11/03	Standard Copies	1.00
12/11/03	Standard Copies	.60
12/11/03	Standard Copies	1.10
12/11/03	Scanned Images	1.05
12/11/03	Scanned Images	1.65
12/11/03	Scanned Images	.15
12/12/03	Telephone call to: TREMONTON,UT 801-257-1840	6.48
12/12/03	Telephone call to: COLUMBIA,SC 803-779-2300	.50
12/12/03	Fax page charge to 801-257-1800	.75
12/12/03	Fax page charge to 801-257-1800	.75
12/12/03	Fax page charge to 801-257-1800	.75
12/12/03	Fax page charge to 801-257-1800	.75
12/12/03	Standard Copies	.20
12/12/03	Standard Copies	.50
12/12/03	Standard Copies	.40
12/12/03	Standard Copies	5.60
12/12/03	Standard Copies	6.90
12/12/03	Scanned Images	.45
12/12/03	Scanned Images	.15
12/12/03	Scanned Images	.75
12/12/03	Scanned Images	.45
12/12/03	Scanned Images	.45
12/12/03	Scanned Images	11.40
12/12/03	MATRIX LEGAL, LLC. - Outside Paralegal Assistance San Diego, Neal w/e 12/12/03	1,164.59
12/14/03	GENESYS CONFERENCING, INC. - Telephone, Conference calls, A Running, 11/15/03 to 12/14/03	27.49
12/14/03	MATRIX LEGAL, LLC. - Outside Paralegal Assistance San Diego, Neal w/e 12/14/03	1,094.69
12/15/03	Telephone call to: MERCERVIL,NJ 609-586-2311	.50
12/15/03	Telephone call to: WILMINGTON,DE 302-652-4100	2.24
12/15/03	Telephone call to: BRITTON,OK 405-841-5753	2.74
12/15/03	Telephone call to: BARNWELL,SC 803-259-4964	4.98
12/15/03	Telephone call to: STATE OF,DE 302-467-4400	1.99
12/15/03	Telephone call to: OKLA CITY,OK 405-239-6692	.75
12/15/03	Telephone call to: MELROSE,KS 913-345-0793	1.25

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/15/03	Fax page charge to 612-492-7077	1.50
12/15/03	Standard Copies	.20
12/15/03	Standard Copies	1.30
12/15/03	Standard Copies	3.80
12/15/03	Standard Copies	10.40
12/15/03	Standard Copies	14.00
12/15/03	Standard Copies	35.20
12/15/03	Standard Copies	.70
12/15/03	Standard Copies	1.60
12/15/03	Standard Copies	.60
12/15/03	Standard Copies	5.60
12/15/03	Standard Copies	5.60
12/15/03	Standard Copies	4.00
12/15/03	Standard Copies	4.20
12/15/03	Standard Copies	3.20
12/15/03	Scanned Images	.15
12/15/03	Scanned Images	4.95
12/15/03	Scanned Images	.30
12/15/03	Scanned Images	28.95
12/15/03	Scanned Images	4.35
12/15/03	Scanned Images	2.55
12/15/03	Scanned Images	.15
12/15/03	Fed Exp to: SCOTTA MC FARLAND, WILMINGTON, DE from: ED YEP	79.82
12/16/03	Telephone call to: WILMINGTON, DE 302-654-1888	.75
12/16/03	Telephone call to: STATE OF, DE 302-467-4400	.50
12/16/03	Fax page charge to 302-654-2067	.75
12/16/03	Fax page charge to 216-861-4703	1.50
12/16/03	Standard Copies	.80
12/16/03	Standard Copies	.10
12/16/03	Standard Copies	5.00
12/16/03	Standard Copies	2.30
12/16/03	Standard Copies	1.80
12/16/03	Scanned Images	.30
12/16/03	Scanned Images	.30
12/16/03	Scanned Images	.60
12/16/03	Scanned Images	.45
12/16/03	Overtime Meals Damian D Capozzola	9.00
12/16/03	Diana Atherton - SECRETARY SUPPORT	62.76
12/17/03	Telephone call to: STATE OF, DE 302-778-6406	2.24
12/17/03	Telephone call to: OAHU, HI 808-524-3700	.50
12/17/03	Telephone call to: MIAMI, FL	.75

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/17/03	305-205-9265 Telephone call to: OKLA CITY,OK 405-239-6692	6.48
12/17/03	Telephone call to: DALLAS NE,TX 972-906-1120	1.99
12/17/03	Telephone call to: GRD PR,TX 214-704-9254	5.23
12/17/03	Telephone call to: NORTHERN,KS 785-272-8439	1.25
12/17/03	Telephone call to: EASTERN,MI 248-262-8449	.50
12/17/03	Telephone call to: JOLLYVILLE,TX 512-331-4571	.50
12/17/03	Fax page charge to 615-252-6323	1.50
12/17/03	Fax page charge to 216-696-0740	1.50
12/17/03	Fax page charge to 212-822-5770	1.50
12/17/03	Fax page charge to 260-420-1013	1.50
12/17/03	Fax page charge to 303-447-7800	1.50
12/17/03	Fax page charge to 216-241-0816	1.50
12/17/03	Fax page charge to 302-777-4224	1.50
12/17/03	Fax page charge to 212-422-6836	1.50
12/17/03	Fax page charge to 302-656-8865	1.50
12/17/03	Fax page charge to 612-340-2643	1.50
12/17/03	Fax page charge to 302-778-7575	1.50
12/17/03	Fax page charge to 861-0022	1.50
12/17/03	Fax page charge to 302-656-2769	1.50
12/17/03	Fax page charge to 707-648-1060	1.50
12/17/03	Fax page charge to 302-295-2013	1.50
12/17/03	Fax page charge to 973-624-7070	1.50
12/17/03	Fax page charge to 302-656-2769	1.50
12/17/03	Fax page charge to 302-658-1192	1.50
12/17/03	Fax page charge to 212-858-1500	1.50
12/17/03	Fax page charge to 405-235-8130	1.50
12/17/03	Fax page charge to 216-861-4703	4.50
12/17/03	Standard Copies	2.40
12/17/03	Standard Copies	1.80
12/17/03	Standard Copies	3.20
12/17/03	Standard Copies	1.20
12/17/03	Standard Copies	.60
12/17/03	Standard Copies	.10
12/17/03	Standard Copies	.30
12/17/03	Standard Copies	.10
12/17/03	Scanned Images	1.05
12/17/03	Scanned Images	.90
12/17/03	Scanned Images	1.65
12/17/03	Fed Exp to:SEE ADDRESS LABEL ,POMPANO	9.51

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/17/03	BEACH,FL from:MAILROOM Fed Exp to:SEE ADDRESS LABEL,WILMINGTON,DE from:MAILROOM	7.80
12/17/03	Fed Exp to:SEE ADDRESS LABEL,DALLAS,TX from:MAILROOM	7.80
12/17/03	Fed Exp to:SEE ADDRESS LABEL,BOCA RATON,FL from:MAILROOM	8.11
12/18/03	Telephone call to: DALLAS,TX 214-725-0872	1.49
12/18/03	Telephone call to: 856-857-4010	1.99
12/18/03	Telephone call to: DALLAS NE,TX 972-906-2180	.75
12/18/03	Telephone call to: NORTHEAST,PA 570-344-1266	.50
12/18/03	Telephone call to: SAN ANTONI,TX 210-731-6300	.75
12/18/03	Telephone call to: N SAN,TX 830-393-3509	.75
12/18/03	Telephone call to: N SAN,TX 830-672-9511	.50
12/18/03	Telephone call to: SAN ANTONI,TX 210-805-9799	.50
12/18/03	Telephone call to: DALLAS NE,TX 972-906-8662	8.72
12/18/03	Telephone call to: EASTERN,NE 402-827-9454	.62
12/18/03	Telephone call to: NORTH DADE,FL 305-937-2555	.62
12/18/03	Telephone call to: STATE OF,VT 802-251-6394	2.75
12/18/03	Telephone call to: BRITTON,OK 405-858-5842	4.91
12/18/03	Telephone call to: DALLAS,TX 214-725-0872	1.96
12/18/03	Telephone call to: BRITTON,OK 405-858-5842	6.28
12/18/03	Telephone call to: BRATTLEBO,VT 802-257-6804	1.18
12/18/03	Telephone call to: BRITTON,OK 405-858-5842	1.96
12/18/03	Telephone call to: DALLAS,TX 214-725-0872	1.96
12/18/03	Telephone call to: DALLAS,TX 214-725-0872	4.12
12/18/03	Telephone call to: DALLAS,TX 214-725-0872	.59

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/18/03	Telephone call to: MESQUITE, TX 214-289-3866	1.37
12/18/03	Fax page charge to 214-740-1421	1.50
12/18/03	Standard Copies	6.70
12/18/03	Standard Copies	3.50
12/18/03	Standard Copies	4.40
12/18/03	Standard Copies	71.50
12/18/03	Standard Copies	.80
12/18/03	Standard Copies	.90
12/18/03	Standard Copies	.10
12/18/03	Standard Copies	6.40
12/18/03	Standard Copies	11.40
12/18/03	Standard Copies	29.80
12/18/03	Standard Copies	113.30
12/18/03	Scanned Images	.45
12/18/03	Scanned Images	.45
12/18/03	Scanned Images	.60
12/18/03	Scanned Images	.60
12/18/03	Fed Exp to: SEE ADDRESS LABEL, LOS ANGELES, CA from: MAILROOM	9.41
12/18/03	Fed Exp to: ERIC LIEBELER (GUEST), HONOLULU, HI from: ERIC C LIEBELER	22.36
12/19/03	Telephone call to: EASTERN, MI 248-262-8449	.50
12/19/03	Telephone call to: NEWYORKCTY, NY 212-530-5411	.50
12/19/03	Telephone call to: DALLAS NE, TX 972-906-8662	1.49
12/19/03	Telephone call to: OKLA CITY, OK 405-552-2274	1.25
12/19/03	Telephone call to: CENTRAL, MN 651-675-5000	1.25
12/19/03	Telephone call to: MESQUITE, TX 214-289-3866	1.37
12/19/03	Telephone call to: DALLAS, TX 214-725-0872	.79
12/19/03	Telephone call to: BRATTLEBO, VT 802-257-6804	6.08
12/19/03	Telephone call to: BRATTLEBO, VT 802-257-6804	1.37
12/19/03	Telephone call to: DALLAS NE, TX 972-906-2177	.79
12/19/03	Telephone call to: DALLAS, TX 214-725-0872	.98
12/19/03	Telephone call to: DALLAS, TX 214-725-0872	3.34

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/19/03	Telephone call to: DALLAS, TX 214-725-0872	3.93
12/19/03	Telephone call to: BRATTLEBO, VT 802-257-6804	3.53
12/19/03	Telephone call to: DALLAS, TX 214-725-0872	2.16
12/19/03	Telephone call to: SE CENTRAL, NJ 732-541-3661	2.36
12/19/03	Telephone call to: BRATTLEBO, VT 802-257-6804	2.16
12/19/03	Telephone call to: W HARTFORD, CT 203-236-8348	1.77
12/19/03	Telephone call to: SE CENTRAL, NJ 732-541-3660	.59
12/19/03	Telephone call to: SE CENTRAL, NJ 732-541-3661	.79
12/19/03	Telephone call to: ELK CITY, OK 405-821-6400	.59
12/19/03	Telephone call to: BRATTLEBO, VT 802-257-6804	.98
12/19/03	Telephone call to: NORTH WEST, NJ 973-335-6409	1.96
12/19/03	Telephone call to: DALLAS NE, TX 972-906-2177	.98
12/19/03	Telephone call to: DALLAS, TX 214-725-0872	.79
12/19/03	Telephone call to: DALLAS, TX 214-725-0872	.59
12/19/03	Telephone call to: BRATTLEBO, VT 802-257-6804	6.87
12/19/03	Telephone call to: SE CENTRAL, NJ 732-541-3661	.98
12/19/03	Telephone call to: DALLAS, TX 214-725-0872	1.77
12/19/03	Telephone call to: DALLAS, TX 214-725-0872	2.36
12/19/03	Telephone call to: ELK CITY, OK 405-821-6400	1.96
12/19/03	Telephone call to: PHLP AREA, PA 215-239-6029	.79
12/19/03	Standard Copies	6.40
12/19/03	Standard Copies	1.70
12/19/03	Standard Copies	.80
12/19/03	Standard Copies	.20
12/19/03	Standard Copies	11.90
12/19/03	Standard Copies	1.00

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/19/03	Standard Copies	3.60
12/19/03	Standard Copies	53.40
12/19/03	Standard Copies	.90
12/19/03	Standard Copies	92.80
12/19/03	Standard Copies	3.90
12/19/03	Standard Copies	2.00
12/19/03	Standard Copies	5.80
12/19/03	Standard Copies	.80
12/19/03	Overtime Transportation, J. Strohl, 11/20/03	12.30
12/19/03	Overtime Transportation, M. Najjarpour, 11/20/03	22.90
12/19/03	Overtime Meals Damian D Capozzola	9.00
12/20/03	Standard Copies	40.20
12/20/03	Standard Copies	23.00
12/20/03	Fed Exp to:ERIC LIEBELER,HONOLULU,HI from:LAURA THOMAS	50.60
12/20/03	Laura Thomas, Working Group Meal/K&E & Others, Los Angeles, California, 12/20/03, (Prepare for Filing)	32.44
12/20/03	Overtime Transportation Allison Mayo Andrews	10.12
12/22/03	Telephone call to: STATE OF,DE 302-778-6405	.50
12/22/03	Telephone call to: NEWYORKCTY,NY 212-530-5189	.50
12/22/03	Telephone call to: DALLAS NE,TX 972-906-8662	.75
12/22/03	Telephone call to: DALLAS,TX 214-673-2465	1.74
12/22/03	Telephone call to: DALLAS NE,TX 972-906-8036	1.74
12/22/03	Telephone call to: DALLAS NE,TX 972-906-8665	.50
12/22/03	Telephone call to: BRITTON,OK 405-841-5720	.75
12/22/03	Telephone call to: CANOGAPARK,CA 818-880-4724	.59
12/22/03	Telephone call to: PHILADELPHIA,PA 610-791-7554	.59
12/22/03	Telephone call to: SE CENTRAL,NJ 732-541-3661	1.37
12/22/03	Telephone call to: LOSANGELES,CA 213-680-8265	7.26
12/22/03	Telephone call to: GRD PR,TX 214-647-7626	4.71

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/22/03	Telephone call to: NORTH WEST,NJ 973-621-9020	.59
12/22/03	Telephone call to: SE CENTRAL,NJ 732-541-3661	.59
12/22/03	Telephone call to: LOSANGELES,CA 213-680-8265	.98
12/22/03	Telephone call to: LOSANGELES,CA 213-680-8265	1.57
12/22/03	Telephone call to: BRATTLEBO,VT 802-257-6804	1.77
12/22/03	Telephone call to: LOSANGELES,CA 213-680-8265	1.18
12/22/03	Fax page charge to 914-697-7748	1.50
12/22/03	Standard Copies	39.50
12/22/03	Standard Copies	14.40
12/22/03	Standard Copies	8.70
12/22/03	Standard Copies	13.50
12/22/03	Standard Copies	.20
12/22/03	Standard Copies	22.30
12/22/03	Standard Copies	24.90
12/22/03	Standard Copies	23.80
12/22/03	Standard Copies	25.20
12/22/03	Standard Copies	15.30
12/22/03	Standard Copies	11.50
12/22/03	Standard Copies	11.80
12/22/03	Standard Copies	22.10
12/22/03	Standard Copies	5.80
12/22/03	Standard Copies	15.80
12/22/03	Standard Copies	12.60
12/22/03	Scanned Images	14.40
12/22/03	Fed Exp to:ANDREW PARIS,LOS ANGELES,CA from:ED YEP	10.28
12/22/03	Fed Exp to:ROBERT J. ROCK,SOUTHFIELD,MI from:ED YEP	14.90
12/22/03	ACE MESSENGER & ATTORNEY SERVICE, INC. - Outside Messenger Services - 12/09/03 Alix Partners Century City, Ca.	24.00
12/23/03	Telephone call to: DALLAS,TX 214-673-2465	.50
12/23/03	Telephone call to: STATE OF,DE 302-778-6408	.50
12/23/03	Telephone call to: DALLAS,TX 214-673-2465	1.99
12/23/03	Telephone call to: BAKERSFLD,CA 661-273-8145	.62
12/23/03	Fax page charge to 423-752-9539	1.50

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/23/03	Standard Copies	4.10
12/23/03	Standard Copies	29.10
12/23/03	Standard Copies	7.60
12/23/03	Standard Copies	.90
12/23/03	Scanned Images	10.20
12/23/03	Scanned Images	14.40
12/23/03	Scanned Images	14.40
12/24/03	Telephone call to: STATE OF,UT 435-833-0889	1.25
12/24/03	Telephone call to: ORTONVILLE,MN 612-839-8542	.50
12/24/03	Standard Copies	8.00
12/24/03	Standard Copies	3.80
12/24/03	Scanned Images	1.35
12/24/03	Scanned Images	2.40
12/24/03	Scanned Images	.45
12/24/03	Scanned Images	.45
12/24/03	Scanned Images	1.50
12/24/03	Scanned Images	.60
12/24/03	Scanned Images	2.55
12/24/03	Fed Exp to:RACHEL MERSKY, ESQ., WILMINGTON,DE from:ED YEP	14.90
12/26/03	MATRIX LEGAL, LLC. - Outside Paralegal Assistance San Diego, Neal w/e 12/21/03	1,647.44
12/27/03	Standard Copies	5.60
12/27/03	Standard Copies	18.00
12/27/03	Standard Copies	313.20
12/27/03	Fed Exp to:SCOTTA MCFARLAND,WILMINGTON,DE from:LAURA THOMAS	105.58
12/27/03	Laura Thomas, Working Group Meal/K&E Only, Los Angeles, California, 12/27/03, (Prepare for Filing)	20.87
12/27/03	Overtime Transportation Allison Mayo Andrews	10.12
12/28/03	SPHERION - Court Reporter Fee/Deposition - Transcript of deposition Guest, R. Dean vol 1	2,003.95
12/28/03	SPHERION - Court Reporter Fee/Deposition - Transcript of deposition Charrlin, Jerry vol 1	1,546.00
12/28/03	SPHERION - Court Reporter Fee/Deposition - Deposition transcript of Maggy Blohm, vol. 1	174.00
12/28/03	SPHERION - Court Reporter Fee/Deposition - Deposition transcript of Geoffrey	2,129.20

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/28/03	Stickler vol 1	
12/28/03	MATRIX LEGAL, LLC. - Outside Paralegal Assistance San Diego, Neal w/e 01/02/04	945.31
12/28/03	SPHERION - Outside Video Services - Videotape service deposition of Hahn, Arthur/Charrlin, Jerry	1,556.75
12/28/03	Overtime Transportation Damian D Capozzola	10.12
12/29/03	Scanned Images	2.10
12/29/03	Scanned Images	12.60
12/29/03	Scanned Images	4.35
12/29/03	Scanned Images	3.75
12/29/03	Scanned Images	.45
12/29/03	Scanned Images	.60
12/29/03	J&J COURT TRANSCRIBERS, INC. - Court Reporter Fee/Deposition, Copies of transcripts from 12/12/03 Omnibus hearing	87.28
12/29/03	Overtime Transportation, J. Strohl, 11/19/03	12.30
12/30/03	Telephone call to: STATE OF,DE 302-778-6405	.50
12/30/03	Telephone call to: E PHOENIX,AZ 480-837-0133	1.25
12/30/03	Telephone call to: NEWYORKCTY,NY 212-530-5076	.50
12/30/03	Telephone call to: WILMINGTON,DE 302-652-4100	.50
12/30/03	Fax page charge to 660-0992	5.25
12/30/03	Standard Copies	2.80
12/30/03	Standard Copies	55.20
12/30/03	Standard Copies	3.20
12/30/03	Standard Copies	.10
12/30/03	Standard Copies	47.40
12/30/03	Standard Copies	39.20
12/30/03	Standard Copies	14.00
12/30/03	Standard Copies	52.10
12/30/03	Standard Copies	2.30
12/30/03	Standard Copies	2.80
12/30/03	Standard Copies	3.80
12/30/03	Standard Copies	7.60
12/30/03	Standard Copies	.60
12/30/03	Standard Copies	37.40
12/30/03	Standard Copies	11.60
12/30/03	Standard Copies	1.00
12/30/03	Standard Copies	5.00

The Fleming Company
 Legal Services for the Period Ending December 31, 2003
 January 23, 2004

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/30/03	Standard Copies	7.50
12/30/03	Standard Copies	130.00
12/30/03	Tabs/Indexes/Dividers	4.50
12/30/03	Romana Samad, Overtime Meal-Attorney, Los Angeles CA, 12/30/03, (Overtime Meals)	22.86
12/30/03	Kathy A Lawson - SECRETARY SUPPORT	37.65
12/31/03	Telephone call to: OKLA CITY,OK 405-239-5411	1.00
12/31/03	Telephone call to: E CENTRAL,FL 561-866-6654	8.47
12/31/03	Telephone call to: EASTERN,MI 248-262-8449	.50
12/31/03	Telephone call to: DETROIT,MI 313-393-7331	.50
12/31/03	Standard Copies	.20
12/31/03	Standard Copies	162.00
12/31/03	Standard Copies	29.80
12/31/03	Standard Copies	13.30
12/31/03	Standard Copies	.10
12/31/03	Standard Copies	4.00
12/31/03	Standard Copies	1.20
12/31/03	Standard Copies	183.50
12/31/03	Standard Copies	3.90
12/31/03	Standard Copies	.30
12/31/03	Fed Exp to:ROBERT J. ROCK,SOUTHFIELD,MI from:ED YEP	14.90
12/31/03	VIRTUALDOCKET.COM - Information Broker Doc/Svcs. Fee for download of documents, 12/19/2003, U.S. Bankruptcy Court of DE	45.15
	Total Expenses	\$ 29,502.57